

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF IOWA**

_____	)	
In re:	)	Chapter 11
	)	
MERCY HOSPITAL, IOWA CITY, IOWA, <i>et al.</i> ,	)	Case No. 23-00623 (TJC)
	)	
Debtors.	)	(Jointly Administered)
	)	
_____	)	<b>Objections Due: May 21, 2024 at 4:00 p.m.</b> <b>Hearing Date: <i>Only if objections are filed</i></b>

**SEVENTH MONTHLY APPLICATION OF SILLS CUMMIS & GROSS P.C.  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AS  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD FROM FEBRUARY 1, 2024 FEBRUARY 29, 2024**

Name of Applicant:	<u>Sills Cummis &amp; Gross P.C.</u>
Authorized to provide professional services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>October 12, 2023 <i>effective as of</i> August 18, 2023</u>
Period for which compensation and reimbursement are sought:	<u>February 1, 2024 – February 29, 2024</u>
Amount of compensation sought as actual, reasonable, and necessary:	<u>\$89,640.00 (80% of \$112,050.00)</u>
Amount of expense reimbursement sought as actual, reasonable, and necessary:	<u>\$0.00</u>

This is a monthly application.

**COMPENSATION BY PROFESSIONAL**

<b>Name of Professional Individual</b>	<b>Position, Department, Year of First Bar Admission</b>	<b>Hourly Billing Rate<sup>1</sup></b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Andrew Sherman	Member, Bankruptcy First Bar Admission: 1991	\$1,075	23.4	\$25,155.00
Boris Mankovetskiy	Member, Bankruptcy First Bar Admission: 2001	\$925	45.0	\$41,625.00
S. Jason Teele	Member, Bankruptcy First Bar Admission: 2001	\$895	17.8	\$15,931.00
Michael Savetsky	Of Counsel, Bankruptcy First Bar Admission: 2005	\$835	40.3	\$33,650.50
Gregory A. Kopacz	Of Counsel, Bankruptcy First Bar Admission: 2010	\$775	7.9	\$6,122.50
Oleh Matviyishyn	Associate, Bankruptcy First Bar Admission: 2022	\$425	31.6	\$13,430.00
<b>Total Fees at Standard Rates</b>			<b>166.0</b>	<b>\$135,914.00</b>
<b>Total Fees at \$675 Blended Hourly Rate<sup>2</sup></b>			<b>166.0</b>	<b>\$112,050.00</b>

<sup>1</sup> Effective October 1, 2023 (the first day of Sills’ fiscal year), the *standard* hourly rates of certain Sills attorneys were increased to reflect the increased experience and seniority of such attorneys, as well as economic and other conditions. For instance, the hourly rate of Andrew H. Sherman was increased from \$995 to \$1,075; the hourly rate of Boris Mankovetskiy was increased from \$875 to \$925; the hourly rate of Jason Teele was increased from \$850 to \$895; the hourly rate of Michael Savetsky was increased from \$795 to \$835; and the hourly rate of Gregory Kopacz was increased from \$725 to \$775. However, as discussed below, Sills’ attorneys’ fees for *this* engagement are subject to a \$675 blended hourly rate cap.

<sup>2</sup> As noted in Sills’ retention application [Docket No. 228] (the “Retention Application”), “Sills fees (not including expenses) will be limited to the lesser of (i) the amount of Sills’ fees at its professionals’ standard rates . . . and (ii) the amount of Sills’ fees at a blended hourly rate of \$675.” See Retention Application ¶ 16.

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Asset Analysis and Recovery (101)	4.7	\$4,338.50
Asset Disposition (102)	26.8	\$15,994.00
Business Operations (103)	0.2	\$167.00
Case Administration (104)	13.8	\$10,153.00
Claims Administration and Objections (105)	9.4	\$8,827.00
Employee Benefits/Pensions (106)	14.2	\$11,857.00
Fee/Employment Applications (107)	6.5	\$5,229.50
Fee/Employment Objections (108)	0.6	\$465.00
Financing (109)	2.0	\$2,150.00
Litigation (Other than Avoidance Action Litigation) (110)	13.7	\$11,808.50
Plan and Disclosure Statement (113)	73.1	\$64,089.50
Relief from Stay Proceedings (114)	1.0	\$835.00
<b>Total Fees at Standard Rate</b>	<b>166.0</b>	<b>\$135,914.00</b>
<b>Total Fees at \$675 Blended Rate<sup>1</sup></b>	<b>166.0</b>	<b>\$112,050.00</b>

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Total Expenses</b>
<b>TOTAL</b>	<b>\$0.00</b>

<sup>1</sup> Sills' attorneys' fees are subject to a blended hourly rate cap of \$675. See Retention Application ¶ 16.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF IOWA**

In re:

MERCY HOSPITAL, IOWA CITY, IOWA, *et al.*,

Debtors.

)  
) Chapter 11  
)  
) Case No. 23-00623 (TJC)  
)  
) (Jointly Administered)  
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) **Objections Due: May 21, 2024 at 4:00 p.m.**  
**Hearing Date: *Only if objections are filed***

**SEVENTH APPLICATION OF SILLS CUMMIS & GROSS P.C.  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AS  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR  
THE PERIOD FROM FEBRUARY 1, 2024 THROUGH FEBRUARY 29, 2024**

Pursuant to Bankruptcy Code sections 330 and 331, Federal Rule of Bankruptcy Procedure 2016 (the “Bankruptcy Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 224] (the “Compensation Order”), Sills Cummis & Gross P.C. (“Sills”) files this *Seventh Application for Allowance of Compensation for Services Rendered as Counsel to the Official Committee of Unsecured Creditors for the Period From February 1, 2024 Through February 29, 2024* (the “Application”), seeking allowance of \$89,640.00 (80% of \$112,050.00) in fees.

**Background**

1. On August 7, 2023 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
2. On August 15, 2023, the U.S. Trustee formed the Committee [Docket. No. 107].
3. The Committee retained Sills as co-counsel pursuant to this Court’s *Order Granting Application to Retain and Employ Sills Cummis & Gross P.C. as Co-Counsel for the Official Committee of Unsecured Creditors, Effective as of August 18, 2022* [Docket No. 355].

**Compensation Paid and Its Source**

4. All services for which compensation is requested were performed for or on behalf of the Committee. During the compensation period, Sills received no payment and no promises for payment from any source other than the Debtors for services to be rendered in any capacity in connection with the matters covered by this Application. There is no agreement or understanding between Sills and any other person, other than with the members, of counsel and associates of the firm, for the sharing of compensation to be received in these cases.

**Fee Statements**

5. The fee statement for this period is attached as **Exhibit A**. To the best of Sills' knowledge, this Application reasonably complies with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the *Guidelines for Reviewing Applications for Compensation and Reimbursement for Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective November 1, 2013*, and the Compensation Order.

**Summary of Services by Project**

A. Asset Analysis and Recovery

Fees: \$4,338.50; Total Hours: 4.7

This category includes time spent analyzing and addressing matters related to: (i) the Committee's asset recovery and lien investigation and related discovery matters; (b) the Debtor's workers compensation motion; and (c) asset valuations and waterfall scenarios.

B. Asset Disposition

Fees: \$15,994.00; Total Hours: 26.8

This category includes time spent: (a) analyzing and addressing asset disposition matters, including matters related to the disposition of the Debtors' joint venture interests; and (b) reviewing and analyzing a motion seeking to distribute sale proceeds, drafting an objection

thereto, and conducting related research.

C. Business Operations

Fees: \$167.00; Total Hours: 0.2

This category includes time spent reviewing the Debtors' motion to reject certain executory contracts.

D. Case Administration

Fees: \$10,153.00; Total Hours: 13.8

This category includes time spent: (a) attending Committee meetings; (b) preparing updates for the Committee members; (c) reviewing and analyzing motions, pleadings, and other court filings, including the Debtors' motion to establish an administrative expense bar date; (d) addressing matters related to the extension of certain deadlines; (e) drafting a request for a status conference; and (f) communicating with the Committee members, Debtors' counsel, Preston Hollow's counsel and others regarding the foregoing and other matters.

E. Claims Administration and Objections

Fees: \$8,827.00; Total Hours: 9.4

This category includes time spent: (a) analyzing and conducting research related to pension fund and other claims; (b) conducting analysis for an objection to a motion seeking to distribute sale proceeds; and (c) communicating with counsel to the Pension Committee and Preston Hollow regarding the foregoing and related matters.

F. Employee Benefits/Pensions

Fees: \$11,857.00; Total Hours: 14.2

This category includes time spent researching, analyzing and addressing matters related to pension claims.

G. Fee/Employment Applications

Fees: \$5,229.50; Total Hours: 6.5

This category includes time spent: (a) working on Sills' November, December and first interim fee applications; (b) analyzing the CBRE retention application; and (c) communicating with local counsel regarding related matters.

H. Fee/Employment Objections

Fees: \$465.00; Total Hours: 0.6

This category includes time spent reviewing fee and retention applications filed by the Debtors' professionals and the patient care ombudsman.

I. Financing

Fees: \$2,150.00; Total Hours: 2.0

This category includes time spent: (i) addressing cash collateral and "challenge" matters; and (ii) and communicating with counsel to Preston Hollow and others regarding the foregoing and related matters.

J. Litigation (Other than Avoidance Action Litigation)

Fees: \$11,808.50; Total Hours: 13.7

This category includes time spent drafting a complaint against the Bondholder Representatives, conducting related analysis and addressing related matters.

K. Plan and Disclosure Statement

Fees: \$64,089.50; Total Hours: 73.1

This category includes time spent: (a) reviewing, analyzing and conducting research regarding the Debtors' draft plan, disclosure statement and a related term sheet, including analyzing and researching claim classification, claim treatment, distribution, release, valuation

and other plan matters; (b) addressing matters related to the Debtors' request to consider the disclosure statement on shortened notice; (c) addressing matters related to a potential global settlement with key case constituencies; and (d) communicating with the Committee members, the Committee's other advisors, Debtors' counsel, Preston Hollow's counsel, the Pension Committee's counsel and others regarding the foregoing and related matters.

L. Relief from Stay Proceedings

Fees: \$835.00; Total Hours: 1.0

This category includes time spent reviewing, analyzing and addressing matters related to: (i) McKesson's motion to distribute sale proceeds (and the proposed order resolving such motion); and (ii) the Debtors' motion to transition its self-insured workers' compensation program into administration, settlement and wind-down.

**Conclusion**

6. Sills submits the amounts sought are fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

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**WHEREFORE**, Sills requests an allowance be made to Sills in the amount of \$89,640.00 (80% of \$112,050.00), as compensation for services rendered, and that such amount be authorized for payment.

Dated: May 7, 2024  
Cedar Rapids, Iowa

Respectfully submitted,

/s/ Andrew H. Sherman

Andrew H. Sherman, NJS Bar No. 042731991

(admitted *pro hac vice*)

Boris I. Mankovetskiy, NJS Bar No. 012862001

(admitted *pro hac vice*)

SILLS CUMMIS & GROSS, P.C.

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bmankovetskiy@sillscummis.com

-and-

/s/ Robert C. Gainer

Robert C. Gainer IS9998471

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1307 50th Street

West Des Moines, Iowa 50266

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Facsimile: 515-223-6787

E-mail: rgainer@cutlerfirm.com

*Attorneys for The Official Committee of Unsecured  
Creditors of Mercy Hospital, Iowa City, Iowa, et al.*

**Certificate of Service**

The undersigned certifies, under penalty of perjury, that on this May 7, 2024, the foregoing document was electronically filed with the Clerk of Court using the Northern District of Iowa CM/ECF and the document was served electronically through the CM/ECF system to the parties of this case

/s/ Stephanie Newton

# Sills Cummis & Gross

A Professional Corporation

The Legal Center  
One Riverfront Plaza  
Newark, NJ 07102-5400  
(973) 643-7000

Official Unsecured Creditors Committee of Mercy Hospital  
c/o Steindler Orthopedic Clinic, Committee Chair  
Attn: Edward Patrick Magallanes, President and CEO  
222 W. Merchandise Mart Plaza #2024  
2751 Northgate Drive  
Iowa City, IA 52245

March 1, 2024  
Client/Matter No. 08650147.000001  
Invoice: 2054722  
Billing Attorney: AHS  
Federal Tax Id: 22-1920331

RE: Creditors' Committee

For Legal Services Rendered Through January 31, 2024

				HOURS	AMOUNT
<b>101 – ASSET ANALYSIS AND RECOVERY</b>					
01/02/24	MS	101	Review research/cases on potential challenge to lien on proceeds of collateral in deposit account.	0.40	
01/02/24	MS	101	Emails with O. Matviyishyn re: research on potential challenge to lien on proceeds of collateral in deposit account.	0.10	
01/02/24	OM	101	Draft 544(a) strong-arm research summary and circulate to M. Savetsky.	0.40	
01/02/24	OM	101	Follow up 544(a) strong-arm power research pursuant to comments from M. Savetsky and correspondence re: same.	0.50	
01/04/24	OM	101	Correspondence with B. Mankovetskiy and A. Sherman re: Altera's motion to compel and limitations on damages.	0.20	
01/16/24	BM	101	Call with FTI regarding projected recovery analysis.	0.50	
01/18/24	BM	101	Call with FTI regarding waterfall projections.	0.30	

Creditors' Committee

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				HOURS	AMOUNT
01/19/24	BM	101	Analysis regarding potential affirmative causes of action against Altera.	1.30	
TASK TOTAL 101				<u>3.70</u>	<u>\$2,827.50</u>

**102 – ASSET DISPOSITION**

01/02/24	MS	102	Review and analysis of Altera's motion to compel assumption or rejection of services agreement, supporting declaration and proposed order.	0.90	
01/02/24	MS	102	Draft email to Committee re: Altera's motion to compel assumption or rejection of services agreement.	1.00	
01/03/24	BM	102	Analysis of issues regarding sale closing.	1.10	
01/04/24	BM	102	Analysis regarding transition services for EMR.	0.90	
01/04/24	BM	102	Analysis regarding satisfaction of sale closing conditions.	1.10	
01/12/24	BM	102	Analysis regarding sale closing issues.	1.10	
01/12/24	BM	102	Analysis regarding Preston Hollow's motion directing distribution of sale proceeds.	0.70	
01/12/24	GAK	102	Review Bondholder Representative's motion to authorize distribution of sale proceeds.	0.20	
01/12/24	MS	102	Review and analysis of Secured Bondholder Representatives' motion to direct distribution of sale proceeds.	0.70	
01/12/24	MS	102	Review draft lien challenge complaint and APA re: same.	1.10	

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				HOURS	AMOUNT
01/12/24	MS	102	Call with B. Mankovetskiy re: update for Committee.	0.20	
01/12/24	MS	102	Draft email to Committee re: motion to direct distribution of sale proceeds.	0.40	
01/15/24	BM	102	Analysis regarding sale closing issues.	1.10	
01/16/24	BM	102	Analysis regarding proposed PRA membership interest sale.	0.80	
01/16/24	MS	102	Review emails from R. Leaf and B. Mankovetskiy re: proposed sale of joint venture interest in Progressive Rehabilitation Associates.	0.10	
01/17/24	BM	102	Analysis regarding sale closing issues.	1.20	
01/17/24	BM	102	Analysis regarding proposed sale of PRA interests.	0.80	
01/17/24	MS	102	Draft Committee update re: proposed sale of joint venture interest in Progressive Rehabilitation Associates.	0.30	
01/17/24	MS	102	Emails with B. Mankovetskiy re: Committee update re: proposed sale of joint venture interest in Progressive Rehabilitation Associates.	0.10	
01/19/24	BM	102	Call with Debtors' and PH's counsel regarding Altera and sale closing issues.	0.90	
01/19/24	BM	102	Analysis regarding disposition of Debtors' JV interests.	1.10	
01/19/24	BM	102	Analysis regarding compelling transition services from Altera and Altera's claims against the estates.	1.70	
01/19/24	AHS	102	Call with counsel for Debtors and counsel for PH re: Altera issues, sale issues and upcoming hearing.	0.70	

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				HOURS	AMOUNT
01/19/24	AHS	102	Emails and communications with committee re: upcoming hearing and strategy issues.	0.50	
01/19/24	AHS	102	Review of documents and pleadings in connection with upcoming hearing.	0.40	
01/19/24	GAK	102	Review Owens Minor objection to 363 motion.	0.10	
01/21/24	AHS	102	Calls and emails with committee member re: potential resolution of Altera claims.	0.30	
01/22/24	BM	102	Analysis regarding sale closing issues.	1.30	
01/22/24	AHS	102	Attend hearing re: Altera issues, cure issues and meetings with counsel in advance of hearing.	1.50	
01/22/24	AHS	102	Calls and emails with committee and committee members re: potential resolution of Altera claims and email responses.	0.60	
01/23/24	BM	102	Analysis regarding disposition of JV interests.	0.90	
01/23/24	BM	102	Analysis regarding sale closing issues.	0.70	
01/25/24	BM	102	Analysis regarding sale closing issues.	1.10	
01/26/24	BM	102	Analysis regarding sale closing issues.	0.70	
01/26/24	BM	102	Analysis regarding disposition of JV interests and remaining real estate assets.	1.20	
01/30/24	BM	102	Analysis regarding sale closing issues.	0.90	
01/30/24	BM	102	Analysis regarding proposed sale of JV interests in Progressive.	0.90	

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				HOURS	AMOUNT
01/30/24	MS	102	Emails with B. Mankovetskiy re: proposed sale of joint venture interest in Progressive Rehabilitation Associates and review draft sale agreement.	0.10	
01/31/24	MS	102	Review and comment on Debtors' motion to sell minority interests in PRA and proposed order.	0.50	
01/31/24	MS	102	Emails with B. Mankovetskiy re: Debtors' motion to sell minority interests in PRA.	0.10	
01/31/24	MS	102	Draft email to R. Leaf re: Debtors' motion to sell minority interests in PRA.	0.20	
<b>TASK TOTAL 102</b>				<b>30.20</b>	<b>\$27,977.00</b>

**104 – CASE ADMINISTRATION**

01/02/24	BM	104	Call with FTI regarding update of projected waterfall.	0.50	
01/02/24	BM	104	Call with Debtors' counsel regarding pending matters.	0.60	
01/02/24	AHS	104	Call with Committee chair re: status update and emails to Committee re: plan and Alterra issues.	0.60	
01/02/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30	
01/09/24	BM	104	Call with Debtors' and Preston Hollow's counsel regarding pending matters.	0.80	
01/12/24	BM	104	Analysis regarding stipulation extending deadlines.	0.30	
01/12/24	AHS	104	Email to Committee re: current status.	0.30	

Creditors' Committee

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				HOURS	AMOUNT
01/12/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30	
01/16/24	BM	104	Prepare an update for Committee.	0.40	
01/16/24	BM	104	Attend telephonic hearing on application to shorten notice of motion to compel Altera to provide transition services.	0.50	
01/17/24	BM	104	Prepare an update for Committee.	0.40	
01/17/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30	
01/19/24	BM	104	Prepare an update for Committee.	0.60	
01/19/24	OM	104	Review recent pleadings and update critical dates calendar, and circulate same to rest of team with reminders.	0.20	
01/21/24	BM	104	Prepare an update for Committee.	0.60	
01/21/24	AHS	104	Review of pleadings to prepare for hearing.	0.40	
01/22/24	BM	104	Attend omnibus hearing.	0.90	
01/22/24	BM	104	Calls with Debtors' and PH's counsel regarding pending matters.	0.60	
01/23/24	BM	104	Prepare an update for Committee.	0.60	
01/23/24	AHS	104	Call with R. Gainer re: statements by counsel to pension committee; emails and call re: same.	0.30	
01/23/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.20	
01/25/24	BM	104	Attend Committee meeting.	0.70	



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				HOURS	AMOUNT
01/26/24	GAK	104	Review notification regarding Feb. 9 hearing.	0.10	
01/26/24	MS	104	Draft email to Committee re: motion to establish an administrative claims bar date.	0.80	
01/26/24	MS	104	Emails with B. Mankovetskiy re: administrative claims bar date motion and related issues.	0.40	
01/26/24	MS	104	Review Debtors' draft motion to establish an administrative claims bar date, proposed order, notice and claim form.	1.30	
01/28/24	MS	104	Emails with B. Mankovetskiy re: motion to establish an administrative claims bar date.	0.10	
01/28/24	MS	104	Draft email to R. Leaf re: motion to establish an administrative claims bar date.	0.10	
01/28/24	MS	104	Further review and revise Debtors' draft motion to establish an administrative claims bar date, proposed order, notice and claim form.	1.00	
01/29/24	MS	104	Email to B. Mankovetskiy re: Debtors' further revised motion to establish an administrative claims bar date, proposed order, notice and instructions.	0.10	
01/29/24	MS	104	Review Debtors' further revised motion to establish an administrative claims bar date, proposed order, notice and instructions.	0.30	
01/29/24	MS	104	Emails with R. Leaf re: revisions to motion to establish an administrative claims bar date.	0.10	

Creditors' Committee

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				HOURS	AMOUNT
01/29/24	MS	104	Review further revisions to motion to establish an administrative claims bar date.	0.10	
01/29/24	MS	104	Review Master Trustee's proposed revisions to motion to establish an administrative claims bar date.	0.10	
01/29/24	MS	104	Review emails from M. Preusker, R. Leaf and D. Simon re: comments on motion to establish an administrative claims bar date.	0.10	
01/30/24	MS	104	Review email from R. Leaf re: proposed administrative claims bar date order and review same.	0.10	
01/30/24	OM	104	Review Master Trustee's distribution motion and circulate critical dates to team.	0.10	
01/31/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30	
TASK TOTAL 104				<u>15.50</u>	<u>\$13,298.50</u>

**105 – CLAIMS ADMINISTRATION AND OBJECTIONS**

01/02/24	BM	105	Analysis regarding potential global settlement with bondholders.	1.40	
01/03/24	BM	105	Analysis regarding Altera contract issues and potential resolution.	1.40	
01/04/24	BM	105	Analysis regarding Altera claims and potential objections.	1.20	
01/04/24	OM	105	Review and analyze Altera's motion to compel.	0.80	

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				HOURS	AMOUNT
01/04/24	OM	105	Review and analyze Client Order, Master Client Agreement, and letters between Altera and Debtor's counsel.	1.50	
01/05/24	BM	105	Analysis regarding potential motion to compel transition services by Altera under operative contract.	1.10	
01/05/24	BM	105	Analysis regarding Altera claims and potential counterclaims by the estate.	1.30	
01/05/24	JT	105	Review internal memo regarding Altera Contract.	0.50	
01/05/24	GAK	105	Review Debtor's proposed settlement with employees.	0.20	
01/05/24	OM	105	Review case law re: waivers to the cap on liability.	1.30	
01/05/24	OM	105	Finalize and circulate, to B. Mankovetskiy, analysis of relevant provisions of Master Agreement with Altera and related documents for limitation clauses, clauses to extend service.	3.10	
01/08/24	BM	105	Call with FTI regarding settlement proposal to bondholders.	0.60	
01/08/24	BM	105	Analysis regarding projected claims and valuation of remaining assets.	1.10	
01/09/24	BM	105	Analysis regarding draft complaint asserting lien challenges and affirmative claims against bondholder representatives.	0.80	
01/10/24	BM	105	Call with bondholders' professionals regarding potential settlement structure.	0.90	

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				HOURS	AMOUNT
01/10/24	BM	105	Analysis regarding Debtors' correspondence to Altera.	0.70	
01/11/24	BM	105	Analysis regarding Altera's correspondence to the Debtors regarding contract and claims issues.	0.70	
01/11/24	BM	105	Analysis regarding potential resolution of Altera disputes.	0.70	
01/12/24	BM	105	Analysis regarding projected administrative and priority claims.	0.80	
01/12/24	MS	105	Review Debtors' motion to seal portions of motion to compel Altera to perform under services agreement and for sanctions for violating automatic stay.	0.10	
01/12/24	MS	105	Review Debtors' motion to compel Altera to perform under services agreement and for sanctions for violating automatic stay.	0.30	
01/12/24	MS	105	Review Debtors' objection to motion to motion to compel assumption or rejection of services agreement.	0.20	
01/12/24	MS	105	Review Altera's amendment to motion to compel assumption or rejection of services agreement.	0.10	
01/15/24	BM	105	Analysis regarding Altera's discovery requests.	0.60	
01/15/24	BM	105	Analysis regarding Debtors' contract termination notice to Altera and Altera's response.	0.80	
01/16/24	BM	105	Call with Debtors' counsel regarding Altera issues.	0.50	
01/16/24	BM	105	Analysis regarding Altera contract and claims issues.	1.30	

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				HOURS	AMOUNT
01/16/24	BM	105	Analysis regarding administrative claims projections.	0.60	
01/16/24	BM	105	Analysis regarding limitation of liability provisions in Altera contracts.	0.60	
01/16/24	MS	105	Review Altera's objection to Debtors' motion to expedite hearing on Debtors' motion to compel contractual performance by Altera.	0.20	
01/17/24	BM	105	Analysis regarding assumed contracts and cure amounts' impact on potential waterfall projections.	0.60	
01/17/24	BM	105	Analysis regarding potential causes of action by the estates against Altera.	1.30	
01/17/24	MS	105	Call with B. Mankovetskiy re: Debtors' dispute with Altera re: transition services.	0.10	
01/18/24	BM	105	Analysis regarding Altera disputes and potential settlement structures.	1.30	
01/19/24	BM	105	Analysis regarding potential resolution of disputes with Altera.	1.40	
01/21/24	BM	105	Analysis regarding preparation for hearing on Debtors' motion to compel transition services from Altera.	3.30	
01/21/24	BM	105	Analysis regarding potential settlement of Altera disputes.	3.40	
01/21/24	AHS	105	Calls and emails with counsel for Altera and counsel for Debtors re: potential resolution of issues.	0.80	
01/22/24	BM	105	Analysis regarding settlement of disputes with Altera.	1.20	

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				HOURS	AMOUNT
01/23/24	BM	105	Analysis regarding potential global settlement with Debtors and Bondholders.	1.10	
01/25/24	BM	105	Analysis regarding updated administrative claims projections and waterfall analysis.	0.80	
01/25/24	BM	105	Analysis regarding pension fund claims.	1.10	
01/26/24	BM	105	Analysis regarding revisions of proposed administrative claims bar date motion.	0.60	
01/29/24	BM	105	Analysis regarding revisions of proposed administrative claims bar date motion and order.	0.40	
01/31/24	GAK	105	Review administrative bar date order and notice.	0.20	
TASK TOTAL 105				<u>43.00</u>	<u>\$36,380.00</u>
106 – EMPLOYEE BENEFITS/PENSIONS					
01/30/24	MS	106	Conduct legal research re: pension claims issues.	1.70	
01/31/24	MS	106	Review pension plan documents.	1.10	
01/31/24	MS	106	Conduct legal research re: pension claims issues.	4.60	
01/31/24	MS	106	Confer with B. Mankovetskiy re: legal research relating to pension claims issues.	0.20	
TASK TOTAL 106				<u>7.60</u>	<u>\$6,346.00</u>

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				HOURS	AMOUNT
<b>107 – FEE/EMPLOYMENT APPLICATIONS</b>					
01/02/24	MS	107	Review and analysis of Debtors' application to expand retention of H2C to cover sale of joint venture interests, supporting declaration and proposed order.	0.80	
01/02/24	MS	107	Draft email to Committee re: Debtors' application to expand retention of H2C to cover sale of joint venture interests.	0.90	
01/03/24	BM	107	Analysis regarding expansion of scope of H2C's retention.	0.70	
01/11/24	GAK	107	Work on interim fee application.	1.60	
01/11/24	GAK	107	Update November fee statement and communications with A. Sherman regarding same.	0.30	
01/18/24	OM	107	Update first interim fee application pursuant to comments from G. Kopacz.	0.30	
01/24/24	GAK	107	Review, revise and finalize November fee statement.	0.40	
01/24/24	GAK	107	Communications with A. Sherman and O. Matviyishyn regarding fee statement and next steps.	0.10	
01/24/24	OM	107	Update November fee statement pursuant to revised invoice.	1.50	
01/24/24	OM	107	Correspondence with G. Kopacz re: revisions to November fee statement.	0.10	

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				HOURS	AMOUNT
01/25/24	OM	107	Update first interim fee application pursuant to updated invoices and correspondence with G. Kopacz re: same.	0.90	
TASK TOTAL 107				<u>7.60</u>	<u>\$5,117.00</u>
108 – FEE/EMPLOYMENT OBJECTIONS					
01/19/24	GAK	108	Review fee and retention applications filed by Debtor's professionals, FA to pensioner committee and PCO.	0.10	
TASK TOTAL 108				<u>0.10</u>	<u>\$77.50</u>
109 – FINANCING					
01/08/24	BM	109	Analysis regarding continued use of cash collateral and challenge deadline issues.	0.80	
01/10/24	AHS	109	Emails re: extension of challenge deadline and stipulation re: cash collateral hearing.	0.30	
01/11/24	BM	109	Analysis regarding extension of challenge deadline and cash collateral hearing.	0.60	
01/12/24	AHS	109	Review and revise stipulation regarding extensions and cash collateral issues.	0.50	
01/12/24	MS	109	Emails with B. Mankovetskiy re: stipulation extending lien challenge deadline.	0.10	
01/12/24	MS	109	Review and revise proposed stipulation extending lien challenge deadline to add distribution motion.	0.40	



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				HOURS	AMOUNT
01/12/24	MS	109	Draft email to Committee re: proposed stipulation extending lien challenge deadline.	0.30	
01/12/24	MS	109	Review proposed stipulation extending lien challenge deadline.	0.20	
01/15/24	BM	109	Analysis regarding revisions of stipulation extending challenge deadline.	0.30	
01/15/24	MS	109	Review revised proposed stipulation extending lien challenge deadline and email from N. Coco re: same.	0.10	
01/16/24	MS	109	Emails with O. Matviyishyn re: stipulation with Master Trustee re: lien challenge deadline and related deadlines.	0.10	
01/17/24	OM	109	Correspondence with A. Sherman re: analysis of Preston Hollow's security interests.	0.10	
01/17/24	OM	109	Analyze Preston Hollow's security interest in Mercy Services Inc.'s joint venture and Progressive Rehabilitation Associates LLC.	1.10	
TASK TOTAL 109				<u>4.90</u>	<u>\$3,944.50</u>

**110 – LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)**

01/08/24	MS	110	Review and revise draft challenge complaint against Master Trustee and Preston Hollow.	2.10	
01/08/24	MS	110	E-mail to and confer with A. Sherman re: draft challenge complaint against Master Trustee and Preston Hollow.	0.10	

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				HOURS	AMOUNT
01/18/24	OM	110	Correspondence with B. Mankovetskiy re: Altera's motion to compel.	0.20	
01/18/24	OM	110	Prepare analysis and supporting documents for hearing on Altera's motion to compel.	2.00	
<b>TASK TOTAL 110</b>				<b>4.40</b>	<b>\$2,772.00</b>

### 113 – PLAN AND DISCLOSURE STATEMENT

01/02/24	AHS	113	Call with FTI re: plan and term sheet issues.	0.50	
01/02/24	AHS	113	Call with Debtors' counsel re: possible plan issues, term sheet and Alterra issues.	0.40	
01/03/24	AHS	113	Emails and calls with counsel for PH re: term sheet issues; address possible response.	0.20	
01/04/24	AHS	113	Call with counsel for PH re: plan and term sheet issues, follow up with FTI re: same and address possible counter.	0.80	
01/05/24	AHS	113	Email and calls to address possible counter on term sheet issues.	0.30	
01/08/24	AHS	113	Call with counsel for PH re: plan, term sheet and challenge deadline issues.	0.50	
01/08/24	AHS	113	Call with FTI re: term sheet issues.	0.40	
01/09/24	AHS	113	Attend call with counsel for Debtors and PH re: plan term sheet, sale issues and confirmation issues.	0.90	
01/10/24	AHS	113	Call with FTI re: plan term sheet issues and asset categories.	0.60	

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				HOURS	AMOUNT
01/10/24	AHS	113	Attend call with counsel for PH and financial advisors re: plan and term sheet issues and follow up re: same.	0.60	
01/11/24	AHS	113	Call with FTI to follow up on term sheet issues and address extensions of challenge deadlines, initial review of stipulation as sent by counsel.	0.60	
01/12/24	AHS	113	Call with FTI and emails re: diligence for term sheet response.	0.70	
01/17/24	BM	113	Analysis regarding Debtors' requested exclusivity extension.	0.50	
01/18/24	BM	113	Analysis regarding potential global plan settlement with bondholders and debtors.	1.40	
01/18/24	AHS	113	Review of documents re: plan term sheet.	0.40	
01/18/24	AHS	113	Calls with FTI re: plan term sheet issues.	0.90	
01/19/24	BM	113	Draft an global plan settlement proposal.	1.40	
01/19/24	AHS	113	Address issues to provide for response to PH re: term sheet and plan issues.	0.40	
01/22/24	BM	113	Analysis regarding global plan settlement proposal.	1.40	
01/22/24	AHS	113	Calls with counsel for Debtors, FTI and counsel for PH re: plan term sheet issues	0.70	
01/23/24	BM	113	Analysis and revisions of plan term sheet.	0.70	
01/23/24	AHS	113	Email to committee re: plan and distribution issues.	0.40	
01/25/24	BM	113	Analysis regarding potential global settlement with PH and the Debtors.	1.40	

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				HOURS	AMOUNT
01/25/24	AHS	113	Email to parties re: draft plan term sheet.	0.40	
01/25/24	AHS	113	Attend Committee meeting re: plan and term sheet issues.	0.80	
01/26/24	BM	113	Analysis regarding revised plan settlement proposal to bondholders and the Debtors.	1.10	
01/29/24	AHS	113	Call with Debtors' counsel re: plan term sheet issues.	0.30	
01/30/24	BM	113	Analysis regarding pension fund claims and plan classification issues.	1.20	
<b>TASK TOTAL 113</b>				<b>19.90</b>	<b>\$20,027.50</b>
<b>116 – TRAVEL (billed at 1/2)</b>					
01/21/24	AHS	116	Travel from Newark to Cedar Rapids. (4.00)	2.00	
01/22/24	AHS	116	Travel from Cedar Rapids to Newark. (4.00)	2.00	
<b>TASK TOTAL 116</b>				<b>4.00</b>	<b>\$4,300.00</b>
<b>TOTAL FEES at Standard Rates</b>				<b>140.90</b>	<b>\$123,067.50</b>
<b>Attorney Fees at Blended Rate of \$675</b>				<b>140.90</b>	<b>\$95,107.50</b>
<b>Paralegal Fees at Standard Rate</b>				<b>0.00</b>	<b>0.00</b>
<b>TOTAL FEES at Blended Rate</b>				<b>140.90</b>	<b>\$95,107.50</b>

**TASK CODE SUMMARY**

101	Asset Analysis and Recovery	3.70	\$2,827.50
102	Asset Disposition	30.20	\$27,977.00
104	Case Administration	15.50	\$13,298.50
105	Claims Administration and Objections	43.00	\$36,380.00
106	Employee Benefits/Pensions	7.60	\$6,346.00
107	Fee/Employment Applications	7.60	\$5,117.00

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108	Fee/Employment Objections	0.10	\$77.50
109	Financing	4.90	\$3,944.50
110	Litigation (Other than Avoidance Action Litigation	4.40	\$2,772.00
113	Plan and Disclosure Statement	19.90	\$20,027.50
116	Travel (billed at 1/2)	4.00	\$4,300.00
TOTAL FEES at Standard Rates		140.90	\$123,067.50
Attorney Fees at Blended Rate of \$675		140.90	\$95,107.50
Paralegal Fees at Standard Rate		0.00	0.00
TOTAL FEES at Blended Rate		140.90	\$95,107.50

Andrew H. Sherman	22.00	x	\$1,075.00	=	\$23,650.00
Boris Mankovetskiy	74.90	x	\$925.00	=	\$69,282.50
Jason Teele	0.50	x	\$895.00	=	\$447.50
Michael Savetsky	24.50	x	\$835.00	=	\$20,457.50
Gregory A. Kopacz	3.30	x	\$775.00	=	\$2,557.50
Oleh Matviyishyn	15.70	x	\$425.00	=	\$6,672.50

#### **DISBURSEMENT DETAIL**

09/14/23	222	Court Reporter Transcript Fees (Everest Court Reporting, LLC – Certified transcript of 9/14/23 deposition of Lisa Steigleder)	\$2,020.44
01/22/24	294	Taxi/Car Rental/Car Service – Lyft to Omnibus Hearing (BM)	\$53.72
01/05/24	358	Pacer	\$0.30
01/05/24	358	Pacer	\$2.80
01/05/24	358	Pacer	\$0.30
01/05/24	358	Pacer	\$0.30
01/05/24	358	Pacer	\$0.30
01/05/24	358	Pacer	\$0.30
TOTAL DISBURSEMENTS			<b>\$2,078.46</b>

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INVOICE SUMMARY	
Total Fees	\$95,107.50
Total Disbursements	\$2,078.46
<b>TOTAL THIS INVOICE</b>	<b>\$97,185.96*</b>

\*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at *Standard Rates* (**\$123,067.50**) and fees at *Blended Rate* of \$675 (**\$95,107.50**)\*\* apply.

\*\*includes paralegal fees at standard rates, if applicable